

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re: **Pawnshop Operating Company, LLC**Case No. 11-41327-RFN-11
(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None



State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$0.00	2011 YTD
\$0.00	2010
\$0.00	2009

2. Income other than from employment or operation of business

None



State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors*Complete a. or b., as appropriate, and c.*

None



a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None



b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Federal Express Post Office Box 660481 Dallas, Texas 75266	12/2/10, 12/10/10, 12/28/10, 1/18/11, 2/7/11,	\$8,250.05	\$3,612.45
Sun Village 12300 Seminole Boulevard Largo, Florida 33778	12/8/10, 2/8/11, 2/16/11	\$6,170.25	
Blash, LLC 950 Missouri Avenue N., Suite C Largo, Florida 33770	12/8/10, 12/13/10, 12/28/10, 2/8/11	\$34,898.05	

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STATEMENT OF FINANCIAL AFFAIRS*Continuation Sheet No. 1*

Progress Energy Florida, Inc. Post Office Box 33199 St. Petersburg, Florida 33733	12/10/10, 12/28/10, 1/18/11, 1/21/11, 1/26/11, 1/27/11, 2/7/11, 2/24/11	\$9,690.50	\$1,883.83
Harris & Company c/o Marshall S. Harris 3005 S. R. 590, Suite 200 Clearwater, Florida 33579	12/13/10, 1/12/11, 1/20/11, 2/2/11, 2/8/11, 2/16/11	\$26,700.00	\$1,825.23
Resop Family Partnership c/o Audrey M. Resop, Trustee 8041 Blind Pass Road St. Pete Beach, Florida 33706	2/7/11, 2/23/11	\$12,840.00	\$27,902.29
AuldrigeGriffin 131 S. Westmeadow, Suite 200 Cleburne, Texas 76033	2/16/11	\$11,467.50	
Messer, Caparello & Self, P.A. 2618 Centennial Place Tallahassee, Florida 32308	2/14/11, 2/21/11	\$7,500.00	

None



c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Legacy Equity Fund, Inc. 6209 Kenwick Avenue Fort Worth, Texas 76116	10/13/10	\$2,156.25	

4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Pawnshop Management Company, LLC and Pawnshop Operating Company, LLC vs. Joe Bob Wilcoxson d/b/a Paul's Pawnshop Cause No. DC-06-11701	Breach of Contract	In the District Court, Dallas County, Texas 116th Judicial District	Judgment issued January 22, 2008 Post Judgment Discovery Pending
Kathleen A. Gregorius v. Pawnshop Operating Company,	Employment Issue	In the Circuit Court of the Sixth Judicial Circuit in and for	Pending

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STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 2

LLC d/b/a Southern Pawn,
Legacy Equity Funds, Inc., and
Mark Neyland, individually
Case No. 10-10879-CI

Pinellas County Florida

Katheen A. Gregorius
v.
Pawnshop Operating Company,
LLC d/b/a Southern Pawn,
Legacy Funds, Inc. and Mark
Neyland, individually
Case No. : 8:10-CV-01809-SDM-
MAP

Employment Issue

United States District Pending
Court
Middle District of
Florida
Tampa Division

Sarah Arena
v.
Pawnshop Operating Company,
LLC d/b/a Southern Pawn, AMS
Staff Leasing, AMS Staff
Leasing II, Inc., Legacy Equity
Funds, Inc., and Nick Naylor,
individually
Case No.: 09-07276-CI-20

Employment Issue

In the Circuit Court of Pending
the Sixth Judicial
Circuit in and for
Pinellas County, Florida

Sarah Arena
v.
Pawnshop Operating Company,
LLC d/b/a Southern Pawn, AMS
Staff Leasing, Inc., and AMS
Staff Leasing II, Inc.
Case No. 8:09-cv-01001-EAK-
MAP

Employment Issue

United States District Pending
Court
Middle District of
Florida
Tampa Division

Robert Pilafian
v
Pawnshop Operating Company,
LLC
Case No. 09-10637-00

Business Dispute

In the County Court Settled
Pinellas County, Florida

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None



a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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(if known)**STATEMENT OF FINANCIAL AFFAIRS***Continuation Sheet No. 3*

None

- ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None

- ☒ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None

- ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

None

- ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Goodrich Postnikoff & Albertson, LLP 777 Main Street, Suite 1360 Fort Worth, Texas 76102	3/3/10	\$40,000.00 combined retainer
Goodrich Postnikoff & Albertson, LLP 777 Main Street, Suite 1360 Fort Worth, Texas 76102	3/12/11	\$20,000.00 combined retainer
Goodrich Postnikoff & Albertson, LLP 777 Main Street, Suite 1360 Fort Worth, Texas 76102	3/24/11	\$10,000.00 combined retainer

10. Other transfers

None

- ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Cash America Pawn, L.P. Attn: Denise Hogue 1600 West 7th Street Fort Worth, Texas 76102	1/22/10	Assets located at: 5700 Jacksboro Highway Fort Worth, Texas 76114; 8103 Camp Bowie West Blvd. Benbrook, Texas 76116; and 3325 Country Club Drive West Irving, Texas 75038

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STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 4

- None ☒ b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Bank of America Fort Worth, Texas	Checking Account Number xxxx xxxx 5722 \$24.00	March 1, 2011

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

- None ☒ If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

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STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 5

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or
☒ potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material.
☒ Indicate the governmental unit to which the notice was sent and the date of the notice.

- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is
☒ or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

- None
☒ a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

- None
☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

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Continuation Sheet No. 6

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None



a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Mitch Musgrove
7509 Chapel Avenue
Fort Worth, Texas 76116

DATES SERVICES RENDERED**Since Inception**

Dawn Reed
7509 Chapel Avenue
Fort Worth, Texas 76116

January, 2008 to present

None



b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

None



c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME**Mitch Musgrove****ADDRESS**

7509 Chape Avenue
Fort Worth, Texas 76116

None



d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

20. Inventories

None



a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
12/31/10	Adrian Polk	Store #12 - \$70,346.00 Store #14 - \$82,526.56
1/20/11	Adrian Polk	Store #11 - \$88,504.77
1/24/11	Adrian Polk	Store #19 - \$96,856.74

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None ☐ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESS OF CUSTODIAN OF INVENTORY RECORDS
See 20a	Adrian Polk 86 Caldwell Lane Hoschton, GA 30548

21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Mark Neyland 7509 Chapel Avenue Fort Worth, Texas 76116	President	100%

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Mitch Musgrove 7509 Chapel Avenue Fort Worth, Texas 76116	Weekly salary of \$1500.00	\$78,000.00
Mark Neyland 7509 Chapel Avenue Fort Worth, Texas 76116	Weekly salary of \$1750.00	\$91,000.00

24. Tax Consolidation Group

None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

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Continuation Sheet No. 8

25. Pension Funds

None



If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 3/18/11

Signature

Mark Neyland
Mark Neyland
Managing Member

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.

18 U.S.C. §§ 152 and 3571